

1 BYLAWS OF  
2 SIGMA PHI EPSILON NEW HAMPSHIRE ALPHA  
3 ALUMNI AND VOLUNTEER CORPORATION  
4 (October, 2004)  
5

6 I. Name, Purposes, Location, Corporate Seal, Fiscal Year.

7 a) The Corporation will be known as the Sigma Phi Epsilon New Hampshire  
8 Alpha Alumni and Volunteer Corporation ("Corporation"). Its principal office  
9 will be at 11 Webster Avenue, Hanover NH 03755.

10 b) The purposes for which the Corporation is organized are:

11 1) Develop strategic long-range plans for the Corporation and New  
12 Hampshire Alpha Chapter ("Chapter") of Sigma Phi Epsilon Fraternity a  
13 not-for-profit fraternity chartered in accordance with the bylaws and  
14 administrative policies and procedures of Sigma Phi Epsilon Fraternity, a  
15 Virginia not-for-profit corporation ("National Fraternity") and under the  
16 regulations of Dartmouth College, and establish timetables for  
17 implementation.

18 2) Set priorities for the Corporation and help develop the Chapter's priorities.

19 3) Own, manage, and analyze the structural and financial needs of the  
20 Chapter facilities.

21 4) Foster an active relationship with the Chapter and its alumni.

22 5) Provide continuity and stability to the Chapter through liaison with  
23 advisors, counselors, and mentors.

24 6) Recruit and educate new volunteers.

25 7) Communicate regularly with all Chapter alumni.

26 8) Provide positive role models for the Chapter.

27 9) Conduct any other businesses and activities as are permitted to  
28 corporations organized pursuant to New Hampshire Revised Statutes  
29 Annotated, chapter 292, as amended from time to time, and not  
30 prohibited under the Corporation's articles of association.

31 *Comment: Only slightly edited from the description of the role of an alumni and*  
32 *volunteer corporation in the SigEp Volunteer Handbook. Provides a useful*  
33 *orientation to someone new to the corporation and a reminder to those who*  
34 *may have forgotten without actually setting any limit because of the last item.*

35 c) The Board of Trustees may adopt and alter the seal of the Corporation.

36 d) The fiscal year of the Corporation ends on September 30 in each year, unless  
37 otherwise determined by the Board of Trustees.

38 *Comments: Bylaws typically include provisions for a corporate seal and the fiscal*  
39 *year, but the Board of Trustees retains complete discretion over both.*

40 *The September 30 fiscal year matches the chapter's fiscal year ending date and*  
41 *should allow preparation of a year-end report in time for the fall meeting of the*  
42 *board of trustees.*

43 II. *Members of the Corporation.*

44 a) A member of the Corporation is defined as:

45 1) Any person who has been initiated into the Chapter who is not an  
46 undergraduate at Dartmouth College or at any other college or  
47 university; or

48 2) Any person who is a member of the National Fraternity as defined in  
49 article V of the constitution of the National Fraternity and who is  
50 admitted to membership in the Corporation by 75% vote of the trustees  
51 present at any regular meeting of the Board of Trustees of the  
52 Corporation ("Board of Trustees"); or

53 3) Any person who by 75% vote of the trustees present at any regular  
54 meeting of the Board of Trustees is elected to honorary membership in  
55 the Corporation.

56 b) Any member will continue to be a member of the Corporation as long as he  
57 adheres to all the principles on which the Corporation is based and to the  
58 constitution and bylaws of the National Fraternity.

59 c) A member may be suspended or removed by vote of a majority of members at  
60 a duly called special or annual meeting of the membership. A member may be  
61 removed after reasonable notice and opportunity to be heard.

62 d) A member may resign by delivering his or her written resignation to a duly  
63 elected officer of the Corporation at its principal office. A resignation will be  
64 effective on receipt (unless specified to be effective at some other time), and  
65 acceptance of a resignation is not necessary to make it effective unless it states  
66 otherwise.

67 *Comments: Adds a simple but fair process for membership removal and resignation.*

68 III. *Meetings of the Corporation.*

69 a) A regular meeting of the members of the Corporation will be held at least once  
70 every year, at a time and place to be specified by the Board of Trustees. The  
71 regular meeting will be designated the "Annual Meeting." Special meetings of  
72 the members will be held if called by the president of the Corporation or by a  
73 majority of the Board of Trustees present at any regular meeting of the Board.  
74 All meetings of the members will be held at the principal chapter house of the

75 Chapter or at any other place ~~within the Town of Hanover, New Hampshire,~~  
76 as may be specified by the Board of Trustees.

77 *Comment: Flexibility should be retained to have the meeting elsewhere, such as*  
78 *Lebanon or White River Junction or Woodstock or even elsewhere in the*  
79 *country. The physical location of the meeting is less significant once*  
80 *participation is allowed through a conference call or speakerphone or internet*  
81 *chat.*

82 b) Written notice of each meeting of the members, stating the purpose for which  
83 the meeting is called and the time and place of the meeting, will be mailed not  
84 less than five nor more than sixty days before the date of the meeting to each  
85 member at his address as it appears on the books of the Corporation. Business  
86 transacted at any special meeting will be confined to the purpose stated in the  
87 notice of that meeting.

88 c) The presence in person of ~~fifteen members~~ a majority of the Board of Trustees  
89 will constitute a quorum and be sufficient for the transaction of business at  
90 any meeting of the members. If a quorum is not present at any meeting of the  
91 members, the members present may adjourn the meeting from time to time,  
92 without notice other than announcement at the meeting, until a quorum is  
93 present.

94 *Comment: The Corporation is likely to be driven by a small core group for the*  
95 *foreseeable future if not indefinitely, and fifteen members may be a difficult*  
96 *number to gather for a meeting even with electronic participation. The*  
97 *suggested change reflects this reality and avoids paralyzing the Corporation*  
98 *with a membership meeting quorum requirement that is too hard to achieve.*

99 d) Any or all members may participate in a regular or special meeting by, or  
100 conduct the meeting through the use of, any means of communication by  
101 which all members participating may simultaneously hear or read each other's  
102 communications during the meeting. A member participating in a meeting by  
103 this means is considered present in person at the meeting.

104 *Comment: This authorizes electronic participation in the meeting such as conference*  
105 *call, speakerphone, or internet chat. This is especially important for New*  
106 *Hampshire Alpha because much of the membership lives far from Hanover.*

107 e) Each meeting of the members will be conducted in accordance with the rules  
108 contained in the then current edition of *Robert's Rules of Order*, except to the  
109 extent that those rules are inconsistent with the articles of association or these  
110 bylaws.

111 IV. *Board of Trustees*

112 a) A Board of Trustees will control and manage the Corporation's affairs and  
113 business, including without limitation all of its property and moneys of any  
114 kind. The Board of Trustees may exercise all powers of the Corporation and  
115 do all lawful acts and things as are not by statute or by the articles of

116 association or by these bylaws required to be exercised or done by the  
117 members of the Corporation.

118 b) The Board of Trustees will consist of not less than five nor more than fifteen  
119 trustees, each of whom must be a member of the Corporation. The chapter  
120 counselor selected by the procedure required by the National Fraternity will  
121 also be an *ex officio* member of the Board of Trustees. The undergraduate  
122 president of the Chapter will be an *ex-officio*, non-voting member of the Board  
123 of Trustees and as a non-voting member may discuss for a reasonable length of  
124 time any question at any meeting of the Board. A majority of the members  
125 present at the Annual Meeting in that year will elect additional trustees once  
126 each year, as follows:

127 *Comment: The revision reflects the technicality that at present, the district governor*  
128 *of the Grand National Chapter elects the chapter counselor, not the alumni*  
129 *and volunteer corporation or the chapter membership. The additional sentence*  
130 *about the undergraduate president is more logically located here than where it*  
131 *is found in the sample bylaws.*

132 1) prior to the Annual Meeting each year, the Board of Trustees will  
133 determine in its sole discretion the number of trustees to be elected at  
134 that Annual Meeting and select a list of nominees for election to the  
135 Board of Trustees;

136 2) the number of trustees to be elected and the list of nominees will be  
137 mailed to each member with the written notice of that Annual Meeting  
138 provided for in article III(b) of these bylaws;

139 *Comment: Although not contained in the model bylaws from National, it*  
140 *seems logical that the notice to members include the number of trustees*  
141 *to be elected as well as the Board's nominees.*

142 3) on petition of any five members, the name of any other member or  
143 members will be added to that list, *provided* that any petition must have  
144 been presented to the Board of Trustees prior to the call to order of the  
145 Annual Meeting;

146 4) only members who have been nominated in accordance with this  
147 article IV(b) will be eligible for election to the Board of Trustees; and

148 5) if a quorum cannot be obtained for the Annual Meeting or adjourned  
149 Annual Meeting in any year, the Board of Trustees will, from the above-  
150 mentioned list of nominees, elect trustees to replace trustees whose terms  
151 will expire that year.

152 c) Each trustee elected as provided in article IV(b) of these bylaws will serve for a  
153 term of three years, or for any other term as may be specified at the time he is  
154 elected, and will continue to serve until his successor is elected and qualifies, or  
155 until his resignation, death, or removal. Any trustee may be removed, with or  
156 without cause, at any time by a vote of majority of the members of the  
157 Corporation present at any regular or special meeting. If any trustee resigns,

158 dies, or is removed prior to the expiration of his term, the Board of Trustees  
159 may elect a successor. The successor will serve until the next Annual Meeting.  
160 At that Annual Meeting, the members will elect a trustee to serve for the  
161 unexpired portion of the term.

162 d) A regular meeting of the Board of Trustees will be held immediately after the  
163 adjournment of each Annual Meeting. The regular meeting will be held at the  
164 place of the Annual Meeting unless the Board designates another place. Other  
165 regular meetings of the Board of Trustees will be held at times and places to be  
166 fixed by resolution of the Board of Trustees from time to time. Notice of  
167 regular meetings need not be given. Special meetings of the Board of Trustees  
168 may be held at any time at the call of the President or of a majority of the  
169 trustees present at any meeting of the Board of Trustees. Written notice of each  
170 special meeting, stating the purpose for which the meeting is called and the  
171 time and place of the meeting, will be mailed not less than five nor more than  
172 thirty days before the date of the meeting to each trustee at his address as it  
173 will appear on the books of the Corporation.

174 e) The presence in person of a majority of trustees will constitute a quorum and  
175 be sufficient for the transaction of business at any meeting of the Board of  
176 Trustees. If a quorum is not present at any meeting of the Board of Trustees,  
177 the trustees present at the meeting may adjourn the meeting from time to time,  
178 without notice other than announcement at the meeting, until a quorum is  
179 present. Any act of a majority of the trustees present at any meeting of the  
180 Board of Trustees at which there is a quorum is the act of the Board of  
181 Trustees, except as may be otherwise specifically provided by statute or by the  
182 articles of association or by these bylaws.

183 f) Any or all trustees may participate in a regular or special meeting by, or  
184 conduct the meeting through the use of, any means of communication by  
185 which all trustees participating may simultaneously hear or read each other's  
186 communications during the meeting. A member participating in a meeting by  
187 this means is considered present in person at the meeting.

188 *Comment: This authorizes electronic participation in the meeting such as conference*  
189 *call, speakerphone, or internet chat. This is especially important for New*  
190 *Hampshire Alpha because any member should be eligible to serve on the board*  
191 *regardless of where he lives.*

192 g) Notice of any meeting of the Board of Trustees need not be given to any  
193 director who attends the meeting. Any meeting of the Board of Trustees will be  
194 a legal meeting without any prior notice having been given if each trustee then  
195 in office either attends the meeting or waives notice in writing before, at, or  
196 after the meeting.

197 *Comment: Advance notice of meetings is important to prevent unfair surprise, but*  
198 *the lack of notice should not prevent the Board of Trustees from taking action*  
199 *if no unfair surprise occurs.*

200 h) Any action required or permitted to be taken at a Board of Trustees meeting  
201 may be taken without a meeting if the action is taken by unanimous consent of  
202 all trustees. The action must be evidenced by one or more written consents  
203 describing the action taken, signed by each trustee, and included in the minutes  
204 or filed with the corporate records reflecting the action taken. Action taken  
205 under this article IV(g) is effective when the last trustee signs the consent,  
206 unless the consent specifies a different effective date. A consent signed under  
207 this article IV(g) has the effect of a meeting vote and may be described as such  
208 in any document.

209 *Comment: A unanimous written consent is an especially convenient way for the*  
210 *board to take action when the matter is not controversial or requires no*  
211 *further discussion. No conference call is required. The form of consent can be*  
212 *emailed or faxed to trustees and then returned by hand delivery, mail, or fax to*  
213 *the secretary after being signed. It also provides a simple written record that*  
214 *can be useful for proving approval of a bank account or loan agreement.*

215 i) A conflict of interest or an appearance of a conflict of interest may arise when  
216 a trustee has a direct or indirect interest in another entity which enters into a  
217 transaction with the Corporation, including, but not limited to, purchases of  
218 products or services or applications for grant or loan support. Direct or  
219 indirect interest includes any legal, equitable or fiduciary interest or position in  
220 an entity by a trustee or a member of a trustee's family. Any such interest must  
221 be disclosed and made a matter of record at the time of election to the Board  
222 of Trustees and maintained through an annual procedure and when the  
223 interest becomes a matter of Board of Trustees action. No trustee having a  
224 conflict of interest in any matter will be counted in determining the quorum  
225 for the meeting, nor present when the matter is discussed or voted on. Meeting  
226 minutes will reflect that the disclosure was made, that the trustee abstained  
227 and was not present during the discussion or vote, and that a quorum existed  
228 without counting that trustee. These conflict-of-interest are in addition to and  
229 not in lieu of the applicable provisions of New Hampshire law regarding  
230 conflicts of interest.

231 *Comment: Conflicts of interest are often an issue with nonprofits. Even well*  
232 *meaning volunteers with the best of intentions can get involved in transactions*  
233 *that can have the appearance of impropriety. Although the Corporation is not*  
234 *a 501(c)(3) that receives charitable donations in a public trust, the proposed*  
235 *Article IV(i) appears reasonable and desirable.*

236 j) The president, the chapter counselor, the vice president of finance, the  
237 secretary, and the vice president of housing of the Corporation duly elected  
238 pursuant to article V of these bylaws will constitute the executive committee of  
239 the Board of Trustees and will at all times between meetings of the Board  
240 exercise all ordinary powers of the Board.

241 V. *Officers.*

242 a) The officers of the Corporation will be a president, a chapter counselor, a vice  
243 president of finance, a secretary, a vice president of housing, and any other  
244 officers as the Board of Trustees may designate from time to time.

245 1) The president will be the chief executive officer of the Corporation,  
246 chairman of the Board of Trustees, and, subject to the control of the  
247 Board of Trustees, will be responsible for the general supervision,  
248 direction, and well-being of the Corporation and its work with the  
249 Chapter. The president's duties will include, by way of example only,  
250 scheduling, creating the agenda for, and presiding at all member and  
251 Board of Trustee meetings, ensuring duties and plans are implemented  
252 successfully, implementing and maintaining a risk management program,  
253 and communicating with Chapter, Dartmouth College, and Fraternity  
254 headquarters.

255 2) The chapter counselor will serve as a liaison between the Board of  
256 Trustees and the Chapter, work with Chapter leaders and members on  
257 programming, counseling individual leaders, and provide the continuity  
258 necessary to ensure long-term chapter quality. The chapter counselor  
259 must ensure the Chapter's compliance with all National Fraternity  
260 bylaws, policies, and procedures, as well as all state, local, and  
261 Dartmouth College laws and regulations. The chapter counselor will  
262 have and may exercise all the powers and duties of the president in the  
263 event of the president's inability to act or when directed by the president  
264 to do so.

265 3) The vice president of finance will be responsible for all Corporation  
266 financial transactions and records and will closely monitor the Chapter's  
267 financial management and operations by working with the Chapter's vice  
268 president of finance. The vice president of finance will also ensure, for  
269 both the Corporation and the Chapter: (a) financial stability while  
270 planning for future needs, (b) conduct of a yearly financial audit,  
271 (c) filing of proper paperwork with the National Fraternity headquarters  
272 and the Internal Revenue Service, and (d) supervision of budgets for  
273 capital improvements and special projects. The vice president of finance  
274 will have and may exercise all the powers and duties of the president in  
275 the event of the president's and chapter counselor's inability to act or  
276 when directed by the president (or chapter counselor, if authorized to  
277 exercise the powers of the president) to do so.

278 4) The secretary will record and maintain records of all proceedings of the  
279 members and Board of Trustees in a book or books kept for the purpose.  
280 The book or books must be kept within the State of New Hampshire at  
281 the principal office of the Corporation or at the secretary's office. The  
282 book or books must be open at all reasonable times to the inspection of  
283 any member. The book or books will also contain records of all meetings

284 of incorporates and the original or attested copies of the articles of  
285 association, bylaws, and names of all members and trustees, as well as  
286 the addresses of each. If the secretary is absent from any meeting of  
287 members or the Board of Trustees, the president will designate an acting  
288 secretary to exercise the duties of the secretary at the meeting.

289 5) The vice president of housing will ensure that the Chapter facility and  
290 property is properly maintained, ensure the property is adequately  
291 insured, ensure that the property's life-safety is maintained, and plan for  
292 future projects and housing opportunities.

293 6) Each officer will perform any additional duties as designated by the  
294 Board of Trustees.

295 *Comments: These summaries are drawn nearly word-for-word from the*  
296 *Volunteer Handbook.*

297 b) The chapter counselor selected by the procedure required by the National  
298 Fraternity will be an ex-officio officer of the Corporation. Each officers other  
299 than the chapter counselor: (1) will be elected once each year by vote of a  
300 majority of the Board of Trustees held after the Annual Meeting in that year,  
301 (2) must be No person will be an officer who is not a trustee, (3) Each officer  
302 will be elected to serve for a term of one year and will continue to serve until  
303 his successor is elected and qualifies or until his resignation, death, or removal,  
304 and (4) Any officer may be removed with or without cause, at any time, by  
305 vote of a majority of the trustees present at any meeting of the Board of  
306 Trustees, with the successor to serve for the remaining portion of that trustee's  
307 term.

308 *Comment: The revision reflects the technicality that at present, the district governor*  
309 *of the Grand National Chapter elects the chapter counselor, not the alumni*  
310 *and volunteer corporation or the chapter membership.*

311 c) One person may hold the offices of and perform the duties of any two of the  
312 officers, except those as president and any vice president. Each officer will  
313 perform the duties as are designated by the Board of Trustees, and to the  
314 extent not inconsistent with that designation, such duties as are performed  
315 customarily by a person holding such an office.

316 *Comment: The eliminated text is covered elsewhere in the bylaws.*

## 317 VI. *Employees.*

318 The Board of Trustees may appoint (and after that appointment may at any time,  
319 with or without cause, remove) any employees and agents as the business of the  
320 Corporation may require, and those employees and agents will have the duties as the  
321 Board of Trustees may from time to time designate.

322 VII. *Annual Dues.*

323 The annual dues of members will be \$15 or any other amount as the Board of  
324 Trustees may from time to time specify and will be due and payable on the first day  
325 of March of each year.

326 VIII. *Grand Chapter.*

327 Pursuant to article V, sections 22 and 23 of the bylaws of the National Fraternity,  
328 any and all assets, funds or other property, whether personal or real, cash or non-  
329 cash, which are held by or titled to the Corporation or any of its affiliates or  
330 subsidiaries, are trust funds which will be held, managed, and administered by the  
331 Corporation for the benefit of the local undergraduate Chapter and to promote the  
332 ideals and interests of the National Fraternity, all in accordance with the charter,  
333 bylaws, and administrative policies and procedures of the National Fraternity.

334 Further, legal title to all land, buildings, and furnishings in those buildings acquired  
335 and/or occupied for use by the Chapter is to be held in the name of the Corporation,  
336 and that property will be held in trust for the benefit of the Chapter. This property is  
337 considered trust property, and on the dissolution, forfeiture, withdrawal, or  
338 suspension of the undergraduate Chapter charter, whether voluntary, by surrender of  
339 charter, or involuntary, by forfeiture or withdrawal of charter pursuant to the  
340 bylaws or administrative policies and procedures of the National Fraternity, that  
341 property will be transferred, whether by deeds of conveyance, bills of sale, or by  
342 transfer of ownership and control of the Corporation to the National Fraternity or its  
343 affiliates, to be held by the National Fraternity or its affiliates in accordance with the  
344 Chapter Continuation Fund of the National Fraternity for a period of twenty-one  
345 years for the purpose of reactivating the undergraduate chapter and for the other  
346 purposes set forth in the administrative policies and procedures of the National  
347 Fraternity.

348 Notwithstanding article V of these bylaws, the Board of Directors of the National  
349 Fraternity will have the power (a) to remove any or all of the members of the Board  
350 of Trustees who fail(s) to comply with these bylaws or with any of the provisions of  
351 the National Fraternity's bylaws or administrative policies and procedures; and  
352 (b) to appoint substitute board member(s) in the place of such removed member(s),  
353 until the Corporation can qualify and elect new board member(s) in accordance  
354 with these bylaws.

355 IX. *Liability and Liability Insurance.*

356 a) The members, trustees, and officers of the Corporation will not be personally  
357 liable for any debt, liability, or obligation of the Corporation. All persons,  
358 corporations, or other entities extending credit to, contracting with, or having  
359 any claim against, the Corporation may look only to the funds and property of  
360 the Corporation for payment of any such contract or claim, or for the payment  
361 of any debt, damages, judgment or decree, or of any money that may  
362 otherwise become due or payable to them from the Corporation.

363 b) The Corporation will indemnify and defend any person who is or was a  
364 trustee, or an officer, employee, or agent of the Corporation to the fullest  
365 extent authorized by New Hampshire law. This power will be exercised by the  
366 Board of Trustees in accordance with New Hampshire Revised Statutes  
367 Annotated, sections 293-A:8.50-.58, as amended.

368 c) Except as may be otherwise provided under provisions of New Hampshire  
369 law, the Board of Trustees may adopt a resolution authorizing the purchase  
370 and maintenance of insurance on behalf of any agent of the Corporation  
371 (including a trustee, officer, employee, or other agent of the Corporation)  
372 against liabilities asserted against or incurred by the agent in that capacity or  
373 arising out of the agent's status as an agent, whether or not the Corporation  
374 would have the power to indemnify the agent against that liability under the  
375 Corporation's articles of association, these bylaws, or provisions of law.

376 *Comments: Volunteers may be reluctant to become trustees or officers of the*  
377 *Corporation unless the bylaws contain a provision of this kind. Article IX(c)*  
378 *only authorizes – it does not require – the purchase of liability insurance.*

379 X. *Amendments.*

380 These bylaws may be amended by vote of two-thirds of the members of the  
381 Corporation present at any Annual Meeting or at any special meeting of the  
382 members of the Corporation but only if notice of the proposed amendment was  
383 included in the notice of the meeting.